

UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF MASSACHUSETTS

FILED  
IN CLERKS OFFICE  
2005 NOV 30 P 12:53

U.S. DISTRICT COURT  
DISTRICT OF MASS.

Fit Tech, Inc., Planet Fitness Center, Inc.,  
Planet Fitness Center of Maine, Inc., Planet  
Fitness Center of Dartmouth, Inc., Planet  
Fitness Center of Salem, Inc., Planet Fitness  
Center of Brighton, Inc., Stratford Fitness  
Center, Inc., David B. Laird and Scott G. Baker,

Plaintiffs,

-v-

Bally Total Fitness Holding Corporation,  
Holiday Universal, Inc., Paul Toback,  
Lee Hillman and John Dwyer,

Defendants.

C.A. No. 05-10471 MEL

**DEFENDANT LEE S. HILLMAN'S MOTION TO  
DISMISS FOR LACK OF PERSONAL JURISDICTION**

Pursuant to Federal Rule of Civil Procedure 12(b)(2), this Court's scheduling order signed on August 16, 2005 and upon the annexed Memorandum of Law and the accompanying Declaration of Lee S. Hillman, sworn to on November 28, 2005, Defendant Lee S. Hillman hereby moves to dismiss the complaint against him because the Court lacks personal jurisdiction over him.

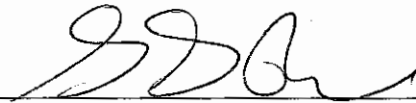
This submission addresses only jurisdictional issues and is the first part of Mr. Hillman's motion to dismiss the First Amended Complaint; pursuant to the Joint Scheduling Order signed by this Court on August 16, 2005, Mr. Hillman's additional grounds for dismissal will be set forth in a later submission, if necessary.

**REQUEST FOR ORAL ARGUMENT**

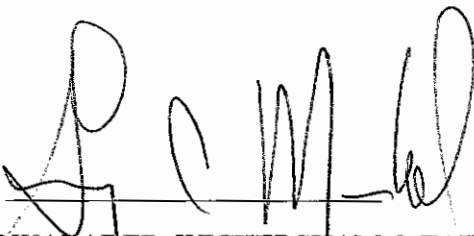
Defendant Lee Hillman believes that oral argument may assist the Court and, accordingly, requests a hearing on this motion.

**RULE 7.1 CERTIFICATION**

Pursuant to Rule 7.1, counsel for Lee S. Hillman hereby certifies that they have conferred with counsel for Plaintiffs and have attempted in good faith to resolve or narrow the issues presented in this motion.

  
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Gregory G. Ballard

Dated: November 30, 2005

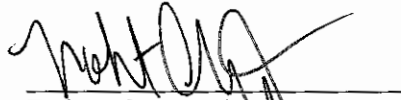
By:   
\_\_\_\_\_  
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Attorneys for Defendant Lee S. Hillman

CERTIFICATE OF SERVICE

I hereby certify that a copy of Defendant Lee. S. Hillman's Motion to Dismiss for Lack of Personal Jurisdiction and Defendants Lee S. Hillman's Declaration in Support of His Motion to Dismiss for Lack of Personal Jurisdiction was served by mail on November 30, 2005 upon the attorney of record for each party having appeared in this case.

  
Robert S. Messinger